

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
WORLDWIDE FIBER NETWORKS, INC.

WORLDWIDE FIBER NETWORKS, INC., a corporation organized and existing under the laws of the State of Nevada, and its Articles of Incorporation originally filed with the Secretary of State for the State of Nevada on June 12, 1998, DOES HEREBY CERTIFY:

FIRST: That by written consent of the Board of Directors of Worldwide Fiber Networks, Inc., the following resolutions were duly adopted:

RESOLVED, that Article I of the Articles  
of Incorporation be amended as follows:

I. NAME

The name of the corporation is 360networks (USA) Inc.

SECOND: The total number of outstanding shares having voting power of the corporation is 200, and the total number of votes entitled to be cast by the holders of all of said outstanding shares is 200.

THIRD: The holders of all of the aforesaid total number of outstanding shares having voting power, to wit, shares, dispensed with the holding of a meeting of the stockholders and adopted the amendment herein certified by a consent in writing signed by all of them.

DATED this 25<sup>th</sup> day of May, 2000.

WORLDWIDE FIBER NETWORKS, INC.

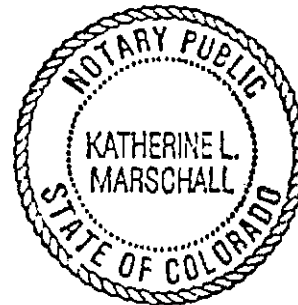
By: \_\_\_\_\_

Jerry Tharp, President

By: \_\_\_\_\_

Ron Stevenson, Secretary

PROVINCE OF Colorado )  
CITY OF Denver )



My Comm. Expires 1-9-2001

On this 25 day of May, 2000, personally appeared before me, a Notary Public, JERRY THARP, who acknowledged to me that he executed the foregoing CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF WORLDWIDE FIBER NETWORKS, INC.

Katherine L. Marshall  
NOTARY PUBLIC

PROVINCE OF British Columbia )  
CITY OF Vancouver )

On this 25th day of May, 2000, personally appeared before me, a Notary Public, RON STEVENSON, who acknowledged to me that he executed the foregoing CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF WORLDWIDE FIBER NETWORKS, INC.

Rac  
NOTARY PUBLIC

## CONSENT RESOLUTION

OF

BOARD OF DIRECTORS

OF

WORLDWIDE FIBER NETWORKS, INC.

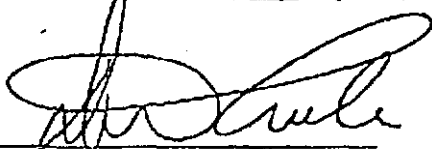
The undersigned being the members of the Board of Directors of Worldwide Fiber Networks, Inc., a Nevada corporation, pursuant to NRS 78.315(2), hereby consent to the adoption of the following resolutions:

RESOLVED, that the articles of incorporation be amended to reflect a change of the name of the corporation to:

"360networks (USA) inc."

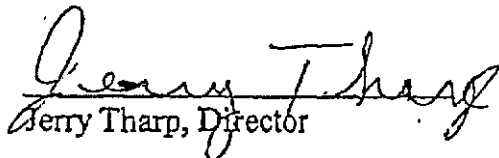
RESOLVED, that the President or Secretary of the corporation be, and they hereby are, authorized and empowered to execute any and all other instruments and certificates, and to do and perform all other acts and things necessary, or by them deemed desirable, to effectuate the purposes of the foregoing resolutions.

DATED this 25<sup>th</sup> day of May, 2000.

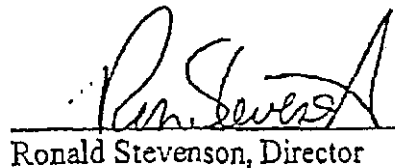


David Lede, Director

Clifford Lede, Director



Jerry Tharp, Director



Ronald Stevenson, Director

04/27/99 10:51

FILED

THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

APR 01 1999

C 13871-98

DEAN HELLER, SECRETARY OF STATE

## ARTICLES OF MERGER

These Articles of Merger are made this 23rd day of March, 1999, between Pacific Fiber Link For-Sac, Inc., a Nevada corporation (sometimes referred to herein as the "Nevada Corporation" or the "Surviving Corporation") and Pacific Fiber Link, LLC, a Washington limited liability company (sometimes referred to herein as the "Washington LLC" or the "Merged Company").

### RECITALS

A. The Nevada Corporation is a corporation duly organized and existing under the laws of the State of Nevada. Its registered office located at 1575 Delucchi Lane, Ste. 224, Reno, Nevada 89502.

B. The Washington LLC is a limited liability company duly organized and existing under the laws of the State of Washington with its registered office located at 1420 Fifth Avenue, Ste. 3510, Seattle, Washington 98101-4031.

C. The Nevada Corporation and the Washington LLC deem it desirable and in their best interests that the Washington LLC be merged into the Nevada Corporation in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes.

#### I.

An agreement and plan of merger has been approved and adopted by the Nevada Corporation, through its board of directors, and submitted and approved by its stockholders pursuant to Chapter 92A of the Nevada Revised Statutes as set forth below:

Designation of Shares:	Common
Number of Votes Entitled to be Cast:	100
Number of Votes for Plan:	100
Number of Votes Against Plan:	0

The number of votes of the stockholders for the plan was sufficient for approval.

#### II.

An agreement and plan of merger has been approved and adopted by the Washington LLC, through its managing member and management committee, and submitted and approved unanimously by its sole member possessing a 100% membership interest, pursuant to the laws of the State of Washington.

III.

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation, except that according to the agreement and plan of merger Article I is amended to read:

I. NAME

The name of the corporation is WORLDWIDE FIBER NETWORKS, INC.

IV.

The complete executed agreement and plan of merger is on file at the registered office of the Surviving Corporation: 1575 Delucchi Lane, Ste. 224, Reno, Nevada 89502.

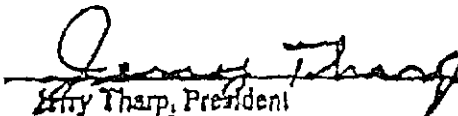
V.

On the effective date of the merger, the separate existence of the Merged Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merged Company, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Company, and neither the rights of creditors nor any liens on the property of the Merged Company shall be impaired by the merger.

VI.

The merger takes effect upon the filing of these Articles of Merger.

PACIFIC FIBER LINK FOR-SAC, INC.

By:   
Henry Tharp, President

By:   
Ron Stevenson, Secretary

STATE OF Colorado  
COUNTY OF Adams ) ss.

On this 26 day of March, 1999, personally appeared before me, a Notary Public, JERRY THARP, who acknowledged to me that he executed the foregoing ARTICLES OF MERGER.

Jerry Tharp  
NOTARY PUBLIC

~~PAVINE~~  
STATE OF British Columbia ) ss.  
COUNTY OF Vancouver

On this 23rd day of March, 1999, personally appeared before me, a Notary Public, RON STEVENSON, who acknowledged to me that he executed the foregoing ARTICLES OF MERGER.

Ron Stevenson  
NOTARY PUBLIC  
BRUCE TATCHE  
BANKS & COMPANY  
MCCOY & MURPHY  
P.O. Box 4800  
1111 WEST CHERRILL STREET  
VANCOUVER, B.C. CANADA V7Z 1E9

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

JUN 12 1990

NO. 013871-98  
Don Hill  
CONTROLLER, SECRETARY OF STATE

## ARTICLES OF INCORPORATION

OF

PACIFIC FIBER LINK POR-SAC, INC.

That I, the undersigned, have this day voluntarily acted for the purpose of forming a corporation under the laws of the State of Nevada, and to that end, I do hereby certify:

### I. NAME

The name of the corporation is PACIFIC FIBER LINK POR-SAC, INC.

### II. AGENT FOR SERVICE OF PROCESS

The name and address of the Initial Resident Agent and location of the Registered Office in this state is Backley, Singleton, Jamison, Coboaga & List, 1575 Dolucchi Lane, Suite 224, Reno, Nevada 89502.

### III. PURPOSE

The purpose of the corporation, and the nature of the business and objects proposed to be transacted and carried on by it are:

To engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Nevada other than the banking business, the trust company business or the practice of a profession permitted to be incorporated under the laws of the State of Nevada.

### IV. STOCK

The corporation is authorized to issue one class of shares, which shall be designated "common shares," having a total number of 25,000 shares. Each suc



share, when issued, shall have one (1) vote.

#### V. NUMBER OF DIRECTORS

The members of the governing board of the corporation shall be styled "Directors," and the initial Board of Directors shall be one (1) in number.

The number of directors may, at any time or times, be increased or decreased by a duly adopted amendment to these Articles of Incorporation, or in such manner as shall be provided in the By-Laws of the corporation or by an amendment to the By-Laws of the corporation duly adopted by either the Board of Directors or the shareholders.

#### VI. INITIAL DIRECTORS

The name and address of the First Board of Directors is as follows:

David Lodo  
#1000 - 1066 West Hastings Street  
Vancouver, British Columbia  
Canada V6E 3X1

#### VII. INCORPORATOR

The name and post office address of the Incorporator signing these Articles of Incorporation is as follows:

Lance P. Malss  
Beckley, Singleton, Jamison, Cobeaga & List  
1575 Dolucchi Lane, Suite 224  
Reno, Nevada 89502

## VIII. ASSESSABILITY OF SHARES

The capital stock of this corporation, after the amount of the subscription price has been paid, shall not be subject to assessment to pay the debts of the corporation, and no stock issued as fully paid shall be assessable or assessed, nor shall the private property of the stockholders, directors or officers of this corporation be subject to the payment of any corporate debts to any extent whatsoever, and in this particular, the Articles of Incorporation shall not be subject to amendment.

## IX. INDEMNIFICATION AND LIMITATION ON LIABILITY

Every person who was or is a party, or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada, as amended, against all expenses, liability and loss (including attorneys' fees), judgments, fines and amounts paid in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Law, agreement, vote of

stockholders, provision of law, or otherwise, as well as their rights under this Article.

The personal liability of a director or officer of the corporation or its stockholders, shall be limited to the fullest extent provided by Nevada law, as amended, for damages for breach of fiduciary duty as an officer or director. This provision shall not eliminate the liability of a director or officer for acts or omissions which involved intentional misconduct, fraud, a knowing violation of the law or the payment of dividends in violation of NRS 78.300.

Expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding, must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of and undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation. This does not affect the rights to advancement of expenses which corporate personnel, other than directors or officers, may be entitled to under any contract or otherwise by law.

Without limiting the application of the foregoing, the Board of Directors may adopt By-Laws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted

against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

## X. RIGHTS, PREFERENCES, PRIVILEGES AND RESTRICTIONS

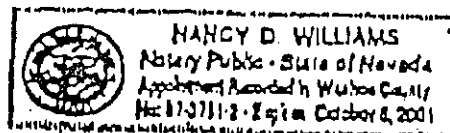
Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor performed, personal property, real property, or losses thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of its capital stock of any class or classes.

IN WITNESS WHEREOF, I have hereunto set my hand this 16<sup>th</sup> day of June, 1998, hereby declaring and certifying that the facts stated hereinabove are true.

  
\_\_\_\_\_  
LANCE P. MAISS

State of Nevada                    )  
  )ss:  
County of Washoe                 )

On June 17<sup>th</sup>, 1998, personally appeared before me, a Notary Public,  
Lance P. Maass, who acknowledged that he executed the above instrument.



*[Signature]*  
NOTARY

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Cook County Recorder 29.00

File Number 6057-842-7



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# State of Illinois

## Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
WORLDWIDE FIBER NETWORKS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14TH day of JULY A.D. 1999 and of the Independence of the United States the two hundred and 24TH .



*Jesse White*

Secretary of State

BOX 170